

File FIFTH 5th

WILMER, CUTLER & PICKERING

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ALLEN H. HARRISON, JR.

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663-6093

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FILED 1425

FEB 26 1991 -11 35 AM

INTERSTATE COMMERCE COMMISSION

17241

RECORDING NO. FILED 1425

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INTERSTATE COMMERCE COMMISSION

1-057A057

EUROPEAN OFFICE
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February 26, 1991

Dear Mr. Strickland:

\$30.00 Filing Fees

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of two documents: (1) a primary document, not previously recorded, entitled Memorandum of Lease Agreement ("Lease") dated as of February 20, 1991, and (2) a secondary document, not previously recorded, entitled Assignment and Security Agreement ("Assignment") granted as of February 26, 1991.

The parties to the enclosed Lease are:

Chicago Freight Car Leasing Co. - Lessor
One O'Hare Center
6250 North River Road
Suite 5010
Rosemont, Illinois 60018

Unimin Corporation - Lessee
258 Elm Street
New Canaan, Connecticut 06840

The said Lease covers the leasing of those certain one hundred covered hopper cars as identified therein.

The units of equipment covered by the Lease are those covered hopper cars identified therein, namely, CRDX 9200-9295 and CRDX 9376-9379.

A short summary of the document to appear in the ICC Index is as follows:

"Lease of 100 covered hopper cars, CRDX numbers."

The parties to the enclosed Assignment are:

New Number
1-057A057
4-8-91
1 A

Chicago Freight Car Leasing Co. - Lessee/Assignor
One O'Hare Center
6250 North River Road
Suite 5010
Rosemont, Illinois 60018

The CIT Group/Equipment Financing, Inc. - Lessor/Assignee
1400 Renaissance Drive
Suite 400
Park Ridge, Illinois 60068

The said Assignment covers, among other things, the granting of a security interest in and to the above Lease as to the units covered therein.

The units of equipment covered by the Assignment, among others, are those one hundred (100) covered hopper cars identified in the above Lease, namely CRDX 9200-9295 and CRDS 9376-9379.

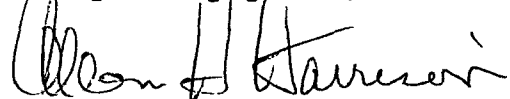
A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of security interest in the above
Lease of 100 covered hopper cars, CRDX 9200-9295
and CRDX 9376-9379."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the Lease and the Assignment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
The CIT Group/Equipment
Financing, Inc.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

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RECEIVED BY _____ FILED 1025

FEB 26 1991 - 11 15 AM

MEMORANDUM OF LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT is made as of this 20th day of February, 1991, by and between Chicago Freight Car Leasing Co. ("Lessor"), having its principal offices at One O'Hare Centre, 6250 North River Road, Suite 5010, Rosemont, Illinois 60018 and Unimin Corporation ("Lessee"), having its principal office at 258 Elm Street, New Canaan, CT 06840.

WITNESSETH:

Pursuant to a Lease of Railway Covered Hopper Cars dated June 27, 1990, Lessor has leased to Lessee 100 railcars initialed CRDX and numbered 9200-9295, inclusive, and 9376-9379, inclusive.

This Memorandum of Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

CHICAGO FREIGHT CAR LEASING CO.

By: Fred R. Sasser
Name Printed: FRED R. SASSER
Its: PRESIDENT

UNIMIN CORPORATION

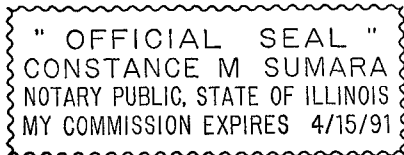
By: James M. Benedict
Name Printed: James Benedict
Its: Transportation Analyst

State of Illinois

County of Cook ss:

On this 22nd day of February, 1991 before me personally appeared Fred R. Sasser to me personally known, who being by me duly sworn, say that (s)he is the President of Chicago Freight Car Leasing Co., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Constance M. Sumara
Signature of Notary Public

My Commission expires 4/15/91

State of CONNECTICUT

County of FAIRFIELD ss: NEW CANAAN

On this 21ST day of February, 1991 before me personally appeared JAMES M. BENEDICT to me personally known, who being by me duly sworn, say that (s)he is the TRANSPORTATION ANALYST of Unimin Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Donnamarie Thorne
Signature of Notary Public

My Commission expires 3-31-95